



**NORFOLK  
SOUTHERN**

0100082038

Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191

RECORDATION NO. 9890 FILED 12/25  
J. Gary Lane  
General Solicitor

Writer's Direct Dial Number  
(804) 629-2818  
Telecopier: (804) 533-4872

JAN 6 - 1994 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

January 4, 1994

LICENSING BRANCH

JAN 6 2 54 PM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of December 15, 1993. The primary document to which this is connected is recorded under Recordation No. 9890.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: CoreStates Bank, N.A. (formerly  
First Pennsylvania Bank N.A.)  
510 Walnut Street  
Philadelphia, PA 19106

LESSEE/GUARANTOR: Norfolk and Western Railway Company  
Three Commercial Place  
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

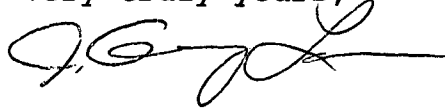
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
35	3000 h.p. Diesel-Electric Locomotives	C-C	8003-8037

A fee of \$18.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of December 15, 1993, to terminate Equipment Trust Agreement with Recordation No. 9890, dated December 1, 1978, and covering 35 diesel-electric locomotives numbered 8003-8037.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Gary Lane', with a stylized flourish at the end.

J. Gary Lane

JGL  
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

1/6/94

OFFICE OF THE SECRETARY

J Gary Lane  
Norfolk Southern Corp.  
Three Commerce Place  
Norfolk VA. 23510-2119

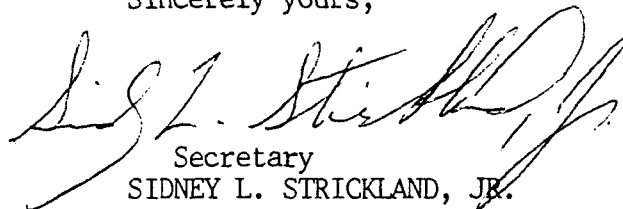
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,  
on at 3:05pm, and assigned  
1/6/94  
recording number(s).

9890-AB

Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST  
Series No. 8

RECORDATION NO. 2890  
JAN 6 - 1994 3:05 PM  
JAN 6 - 1994 3:05 PM  
INTERSTATE COMMERCE COMMISSION  
INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that CoreStates Bank, N. A. (successor by merger to First Pennsylvania Bank N.A.) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of December 1, 1978, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series No. 8 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and any dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal attested by one of its ~~Assistant Secretaries~~, this 15th day of December, 1993.

ASSISTANT VICE PRESIDENT

CORESTATES BANK, N.A.,  
as Trustee

By: CWud  
Title: CORPORATE TRUST OFFICER

ATTEST:

[Signature]  
~~Assistant Secretary~~  
ASSISTANT VICE PRESIDENT

COMMONWEALTH OF Pennsylvania )  
COUNTY OF Philadelphia ) ss.:

On this 15th day of December , 1993, before me,  
a Notary Public, personally appeared CATHY WIEDECKE ,  
to me personally known, who, being by me duly sworn, says he is a  
CORPORATE TRUST OFFICER of CoreStates Bank, N.A., that the seal  
affixed to the foregoing instrument is the corporate seal of said  
corporation, that said instrument was signed and sealed on behalf  
of said corporation by authority of its Board of Directors, and  
he acknowledged that the execution of the foregoing instrument  
was the free act and deed of said corporation.

Lynne N. Collins  
Notary Public

My commission expires:

NOTARIAL SEAL  
LYNNE N. COLLINS, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires July 4, 1994